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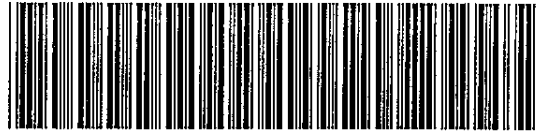
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
04 OCT 29 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/2/04  
Morgan  
[Signature]



**Via Federal Express - Overnight**

October 28, 2004

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Articles of Merger and Agreement and Plan of Merger  
Merger of Viasys Management Company, Inc. and Viasys Services, Inc.

Dear Sir or Madam:

Enclosed for filing, please find an Agreement and Plan of Merger and Articles of Merger, to comply with Florida requirements for the merger of Viasys Management Company, Inc., a Delaware domestic corporation and Viasys Services, Inc., a Florida corporation. The merger Effective Date shall be **October 29, 2004** and the surviving entity shall be Viasys Services, Inc., which shall continue to be incorporated in Florida.

To verify this filing, would you please provide to me (1) a certificate of status reflecting the merger and (2) a certified copy of the articles of merger to be returned with acknowledgement letter in the enclosed pre-addressed federal express envelope? For your convenience, I am providing a copy of the merger documents for certification.

I enclose a check for \$87.50 to the Department of State for the following:

<i>Filing fee for the merger (8 pages total)</i>	\$70 (\$35 each)
<i>Certified copy of the Articles of Merger</i>	\$8.75
<i>Certificate of Status for Merger</i>	\$8.75
<b>Total</b>	<b>\$87.50</b>

Should you require anything else or have any questions, my contact information is set forth in the footer of this letter. Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Shari J. Elessar".

Shari J. Elessar  
General Counsel & Secretary

ARTICLES OF MERGER BETWEEN  
VIASYS MANAGEMENT COMPANY, INC.,  
AND VIASYS SERVICES, INC.

FILED

04 OCT 29 PM 4:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105 of the Florida Business Corporation Act, VIASYS MANAGEMENT COMPANY, INC., a Delaware corporation ("VMC"), and VIASYS SERVICES, INC., a Florida Corporation ("SURVIVOR") adopt the following Articles of Merger for the purpose of merging VMC into SURVIVOR.

ARTICLE I

The Plan of Merger is as follows:

PLAN OF MERGER

VIASYS MANAGEMENT COMPANY, INC., a Delaware corporation ("VMC"), and VIASYS SERVICES, INC., a Florida corporation ("SURVIVOR"), hereby adopt the following plan of merger under Section 607.1101, Florida Statutes.

a) The names of each corporation planning to merge are:

VIASYS MANAGEMENT COMPANY, INC.  
26 Lake Wire Drive  
Lakeland, FL 33815

VIASYS SERVICES, INC.  
26 Lake Wire Drive  
Lakeland, FL 33815

b) The name of the surviving corporation is:

VIASYS SERVICES, INC.

The surviving corporation shall be governed by the laws of the state of Florida.

c) The laws of the state of Delaware, under which VIASYS MANAGEMENT COMPANY, INC. was formed, permit this merger in accordance with Delaware Code 8 § 252.

d) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of VMC will cease and SURVIVOR shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and

mixed of VMC without the necessity for any separate transfer. SURVIVOR will thereafter be responsible and liable for all obligations of VMC, and neither the rights of the creditors nor any liens on the property of VMC will be impaired by the merger.

- e) The manner and basis of converting the shares of each corporation shall be as follows:
  - (i) On or after the effective date of the merger, holders of VMC common stock may surrender their share certificates to the Secretary of SURVIVOR, and in exchange, SURVIVOR shall deliver certificates representing an equal number of shares of the SURVIVOR's common stock to such holder.
  - (ii) All shares of VMC common stock, upon the effective date of the merger, will no longer be outstanding and will automatically be cancelled and retired and will cease to exist, and each holder of a certificate representing such shares will cease to have any rights with respect thereto except the right to receive an equal number of shares of SURVIVOR common stock, fully paid and non-assessable. VMC has no other class of stock outstanding.
- f) The assets of VMC will be reported in the accounts of SURVIVOR at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus, and earned surplus of VMC and SURVIVOR will be, respectively, the stated capital, capital surplus, and earned surplus of SURVIVOR.
- g) The effective date of the merger will be the date on which SURVIVOR causes Articles of Merger to be filed with the office of Florida Secretary of State.
- h) The SURVIVOR agrees that it may be served with service of process in the State of Delaware in any proceeding for the enforcement of any obligation against the undersigned or with respect to this merger, the SURVIVOR, and irrevocably appoints the Secretary of the State of Delaware as its agent to accept service of process in any such proceeding, with such service to be mailed to 26 Lake Wire Drive, Lakeland, FL 33815.
- i) The entire Plan of Merger is set forth in this Agreement.
- j) SURVIVOR's Articles of Incorporation and Bylaws will not be amended by the merger and will be the Articles of Incorporation and Bylaws on the effective date of the merger. The members of the Board of

Directors of SURVIVOR will be the Board of Directors on the effective date.

ARTICLE II

Effective date of the merger will be October 29<sup>th</sup>, 2004 and the on which SURVIVOR shall cause the Articles of Merger to be filed with the offices of the Florida Secretary of State on or before that date.


ARTICLE III

SURVIVOR adopted the Plan of Merger on October 19, 2004, by unanimous written consent of the sole shareholder and directors of the corporation pursuant to Section 607.1103(2), Florida Statutes. VMC adopted the Plan of Merger on October 19, 2004, by unanimous written consent of the sole shareholder and directors of the corporation in accordance with Delaware Code 8 § 252. The written consents constitute a sufficient number of votes of each of the corporations and their shareholders to approve the merger.

IN WITNESS WHEREOF, the undersigned have executed this document this 19<sup>th</sup> day of October, 2004.

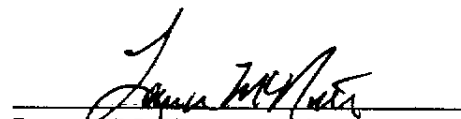
ATTEST:

  
SHARI ELESSAR, Secretary

  
LANCE MCNEILL, as President  
of VIASYS MANAGEMENT COMPANY, INC.,  
a Delaware corporation

ATTEST:

  
SHARI ELESSAR, Secretary

  
LANCE MCNEILL, as President  
of VIASYS SERVICES, INC.  
a Florida corporation

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of October, 2004, by LANCE MCNEILL, as President of VIASYS MANAGEMENT, INC., a Delaware corporation, and as President of VIASYS SERVICES, INC., a Florida corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

*Andrea S Jennings*

Printed/Typed Name: \_\_\_\_\_

Notary Public-State of \_\_\_\_\_

Commission Number: \_\_\_\_\_



ANDREA S. JENNINGS  
MY COMMISSION # DD 142558  
EXPIRES: September 7, 2006  
Bonded Thru Budget Notary Services

## **AGREEMENT AND PLAN OF MERGER**

This is an Agreement and Plan of Merger ("Agreement") dated as of October 29th, 2004 ("Effective Date") by and among VIASYS MANAGEMENT COMPANY, INC. a Delaware corporation ("VMC"), and VIASYS SERVICES, INC., a Florida corporation ("SURVIVOR").

**Background.** The Board of Directors of each of VMC and SURVIVOR deem it advisable and in the best interests of their respective shareholders to consummate a business combination in which VMC will merge with and into SURVIVOR, in accordance with the applicable provisions of the statutes of the States of Delaware and of Florida, which permit such merger. It is the intention of the parties that, upon the consummation of the merger, the separate corporate existence of VMC will terminate. The shareholders of VMC will then receive shares of common stock of SURVIVOR in exchange for their shares of VMC common stock, as set forth below in the proposed plan of merger. The aggregate number of shares of common stock that SURVIVOR has authority to issue is fifteen thousand. The two constituent corporations will be a single corporation, which will be SURVIVOR as the surviving corporation, and the separate existence of VMC will cease except to the extent provided by the laws of Florida in the case of a corporation after its merger into another corporation. The corporate existence of SURVIVOR will continue unaffected and unimpaired by the merger and, as the surviving corporation, it will remain governed by the laws of Florida. The name of the surviving corporation will remain "VIASYS SERVICES, INC."

THEREFORE, in consideration of the foregoing and other good and valuable consideration, the sufficiency and receipt of which are acknowledged, the parties agree to adopt the following plan of merger:

### **PLAN OF MERGER**

VIASYS MANAGEMENT COMPANY, INC., a Delaware corporation ("VMC"), and VIASYS SERVICES, INC., a Florida corporation ("SURVIVOR"), hereby adopt the following plan of merger under Section 607.1101, Florida Statutes.

- a) The names of each corporation planning to merge are:

VIASYS MANAGEMENT COMPANY, INC.  
26 Lake Wire Dr.  
Lakeland, Florida 33815

VIASYS SERVICES, INC.  
26 Lake Wire Dr.  
Lakeland, Florida 33815

b) The name of the surviving corporation is:

VIASYS SERVICES, INC.

c) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of VMC will cease and SURVIVOR will succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed of VMC without the necessity for any separate transfer. SURVIVOR will thereafter be responsible and liable for all obligations of VMC, and neither the rights of the creditors nor any liens on the property of VMC will be impaired by the merger.

d) The manner and basis of converting the shares of each corporation shall be as follows:

(i) On or after the effective date of the merger, holders of VMC common stock may surrender their share certificates to the Secretary of SURVIVOR, and in exchange, SURVIVOR shall deliver certificates representing an equal number of shares of the SURVIVOR's common stock to such holder.

(ii) All shares of VMC common stock, upon the effective date of the merger, will no longer be outstanding and will automatically be cancelled and retired and will cease to exist, and each holder of a certificate representing such shares will cease to have any rights with respect thereto except the right to receive an equal number of shares of SURVIVOR common stock., fully paid and non-assessable. VMC has no other class of stock outstanding.

e) The assets of VMC will be reported in the accounts of Survivor at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus, and earned surplus of VMC and Survivor will be, respectively, the stated capital, capital surplus, and earned surplus of Survivor.

f) The effective date of the merger will be October 29, 2004 which will be filed and become effective with the offices of the Florida Secretary of State.

g) The entire Plan of Merger is set forth in this Agreement.

h) SURVIVOR's Articles of Incorporation and Bylaws will not be amended by the merger and will be the Articles of Incorporation and Bylaws on the effective date of the merger. The members of the Board of

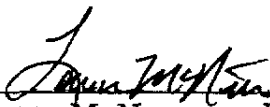


Directors of SURVIVOR will be the Board of Directors on the effective date.

IN WITNESS WHEREOF, the SURVIVOR and VMC, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Agreement and Plan of Merger to be executed by an authorized officer as of the 19<sup>th</sup> day of October, 2004.

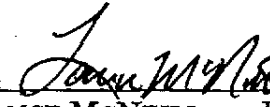
ATTEST:

  
\_\_\_\_\_  
SHARI ELESSAR, Secretary

  
\_\_\_\_\_  
LANCE MCNEILL, as President  
of VIASYS MANAGEMENT COMPANY,  
Inc., a Delaware corporation


ATTEST:

  
\_\_\_\_\_  
SHARI ELESSAR, Secretary

  
\_\_\_\_\_  
LANCE MCNEILL, as President  
of VIASYS SERVICES, INC.,  
a Florida corporation

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of October, 2004, by LANCE MCNEILL, as President of VIASYS MANAGEMENT COMPANY, INC., a Delaware corporation, and as President of VIASYS SERVICES, INC., a Florida corporation, who is personally known to me or has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Printed/Typed Name: \_\_\_\_\_  
Notary Public-State of \_\_\_\_\_  
Commission Number: \_\_\_\_\_



ANDREA S. JENNINGS  
MY COMMISSION # DD 142558  
EXPIRES: September 7, 2006  
Bonded Thru Budget Notary Services

I, SHARI ELESSAR, Secretary of VIASYS MANAGEMENT COMPANY, INC., ("VMC") a corporation organized and existing under the laws of the state of Delaware, hereby certify, as Secretary of VMC that the Agreement and Plan of Merger (the "Agreement") to which this certificate is attached, after having been first duly signed on behalf of VMC by an authorized officer of VMC, was duly submitted to the sole shareholder of VMC, as evidenced by its Written Consent in Lieu of a Special Meeting of the sole Shareholder, upon waiver of notice, signed by the shareholder, for the purpose of considering and taking action upon the Agreement, that 100 shares of stock of VMC were on said date issued and outstanding and that the holder of those shares voted by written consent in favor of the Agreement, the affirmative votes representing the total number of shares of the outstanding capital stock of VMC, and that thereby the Agreement of Merger was duly adopted as the act of the sole shareholder of VMC, and the duly adopted agreement of VMC.

WITNESS my hand on behalf of VMC as of the 14 day of October, 2004.

By:   
SHARI ELESSAR, Secretary